

REFERENCE TITLE: corporation and LLC omnibus

State of Arizona
House of Representatives
Forty-eighth Legislature
First Regular Session
2007

HB 2111

Introduced by
Representatives Reagan, Robson: Driggs

AN ACT

AMENDING SECTIONS 10-120, 10-122, 10-127, 10-203, 10-224, 10-1006, 10-1007, 10-1008, 10-1105, 10-1503, 10-2020, 10-2079, 10-2145, 10-3120, 10-3122, 10-3203, 10-3224, 10-11006, 10-11007, 10-11008, 10-11105, 10-11107, 10-11403, 10-11503, 29-633, 29-635, 29-754, 29-782, 29-783, 29-802, 29-851 AND 29-855, ARIZONA REVISED STATUTES; AMENDING TITLE 29, CHAPTER 4, ARTICLE 1, ARIZONA REVISED STATUTES, BY ADDING SECTIONS 29-614 AND 29-615; RELATING TO CORPORATIONS AND LIMITED LIABILITY COMPANIES.

(TEXT OF BILL BEGINS ON NEXT PAGE)

1 Be it enacted by the Legislature of the State of Arizona:

2 Section 1. Section 10-120, Arizona Revised Statutes, is amended to
3 read:

4 10-120. Filing requirements

5 A. In order to qualify for filing by the commission, a document shall
6 satisfy the requirements of this section and any other section of chapters 1
7 through 17 of this title that adds to or varies these requirements.

8 B. Chapters 1 through 17 of this title require or permit filing of the
9 document in the office of the commission.

10 C. The document shall contain the information required by chapters 1
11 through 17 of this title. It may contain other information.

12 D. The document shall be typewritten or printed and shall be legible
13 and capable of microfilm or other process reduction and subsequent
14 reproduction as determined by the commission.

15 E. The document and any exhibits to the document shall be in the
16 English language or accompanied by an English translation certified as
17 accurate by or on behalf of the person causing the document to be delivered
18 for filing.

19 F. The document shall be executed either:

20 1. By the chairman of the board of directors of a domestic or foreign
21 corporation, by its president or by another of its officers.

22 2. If directors have not been selected or the corporation has not been
23 formed, by an incorporator.

24 3. If the corporation is in the hands of any receiver, trustee or
25 other court appointed fiduciary, by that fiduciary.

26 G. The document shall state the name of each person who signs it and
27 the capacity in which each person signs. The document may but need not
28 contain:

29 1. The corporate seal.

30 2. An attestation by the secretary or an assistant secretary.

31 3. An acknowledgment, verification or proof.

32 H. If the commission has prescribed a mandatory form for the document
33 under section 10-121, the document shall be in or on the prescribed form.

34 I. Except as provided in subsection J of this section and sections
35 10-503 and 10-1509, the document shall be delivered to the office of the
36 commission for filing and shall be accompanied by the correct ~~filing~~ fee and
37 any other payment or penalty required by chapters 1 through 17 of this title
38 or other law.

39 J. Notwithstanding subsection I of this section:

40 1. A person may deliver by means of a ~~telefacsimile~~ FAX OR ELECTRONIC
41 transmission a document that is required or permitted by chapters 1 through
42 17 of this title to be delivered to the commission for filing. The person
43 shall retain the original document for at least twelve months in the books
44 and records of the corporation or of the person making the delivery for
45 filing, if the delivery is not made on behalf of the corporation, and the

1 person shall make the original document available for inspection and copying
2 by the commission on reasonable notice.

3 2. A document that is reproduced at a ~~telefacsimile~~ FAX machine OR
4 THROUGH AN ELECTRONIC TRANSMISSION at the commission ~~as a result of a~~
5 ~~telefacsimile transmission~~ is deemed delivered to the commission:

6 (a) On the date of the reproduction if reproduced on or before 5:00
7 p.m. mountain standard time and if the day is a business day of the
8 commission.

9 (b) On the next succeeding business day if reproduced after 5:00 p.m.
10 mountain standard time or on a day that is not a business day of the
11 commission.

12 3. On the request of the person transmitting the document, the
13 commission shall confirm by ~~telefacsimile~~ FAX OR ELECTRONIC transmission or
14 other writing the receipt of the document.

15 4. A person shall pay and deliver to the commission any fee or penalty
16 imposed by section 10-122 or by any other section of chapters 1 through 17 of
17 this title with respect to delivery of a document to the commission for
18 filing in the manner as the commission determines.

19 5. If the commission determines that the legality of the document
20 reproduced by means of a ~~telefacsimile~~ FAX OR ELECTRONIC transmission is not
21 sufficient, the commission may require that either:

22 (a) The document be delivered to the commission by means of an
23 additional ~~telefacsimile~~ FAX OR ELECTRONIC transmission.

24 (b) An original document be delivered to the commission by means other
25 than a ~~telefacsimile~~ FAX OR ELECTRONIC transmission.

26 6. The commission shall not file a document if any required amount is
27 not paid as provided in paragraph 4 of this subsection or if any required
28 additional counterpart is not delivered as provided in paragraph 5 of this
29 subsection.

30 7. A reproduced document delivered under this subsection is deemed to
31 satisfy any requirement in chapters 1 through 17 of this title for delivery
32 of an original and one or more copies of the document. A document subject to
33 this paragraph is deemed to have been delivered on the date on which it was
34 delivered as provided in paragraph 2 of this subsection only if the first
35 reproduction at a minimum permits identification of the corporation to which
36 the document pertains and of the general nature of the document and the
37 commission subsequently determines that paragraphs 4 and 5 of this subsection
38 and any other requirements of chapters 1 through 17 of this title regarding
39 the document have been satisfied.

40 8. THE COMMISSION MAY PRESCRIBE THE FORMAT OF AN ELECTRONIC DOCUMENT
41 DELIVERED TO THE COMMISSION PURSUANT TO THIS SUBSECTION.

1 Sec. 2. Section 10-122, Arizona Revised Statutes, is amended to read:

2 10-122. Filing, service and copying fees; expedited report
 3 filing and access; same day and next day services;
 4 posted wait times; advance monies; definition

5 A. The commission shall collect and deposit, pursuant to sections
 6 35-146 and 35-147, the following **NONREFUNDABLE** fees when the documents
 7 described in this subsection are delivered to ~~it for filing or issuance~~ **THE**
 8 **COMMISSION**:

9	<u>Document</u>	<u>Fee</u>
10	1. Articles of incorporation	\$50
11	2. Application for use of indistinguishable name	10
12	3. Application for reserved name	10
13	4. Notice of transfer of reserved name	10
14	5. Application for registered name	10
15	6. Application for renewal of registered name	10
16	7. Agent's statement of resignation	10
17	8. Amendment of articles of incorporation	25
18	9. Restatement of articles of incorporation with	
19	amendment of articles	25
20	10. Articles of merger or share exchange	100
21	11. Articles of dissolution	25
22	12. Articles of domestication	100
23	13. Articles of revocation of dissolution	25
24	14. Application for reinstatement following	
25	administrative dissolution, in addition	
26	to other fees and penalties due	100
27	15. Application for authority	150
28	16. Application for withdrawal	25
29	17. Annual report	45
30	18. Articles of correction	25
31	19. Application for certificate of good standing	10
32	20. Any other document required or permitted	
33	to be filed by chapters 1 through 15 17	
34	of this title	25

35 B. The commission shall collect a **NONREFUNDABLE** fee of twenty-five
 36 dollars each time process is served on it under chapters 1 through 17 of this
 37 title. The party to a proceeding causing service of process is entitled to
 38 recover this fee as costs if the party prevails in the proceeding.

39 C. The commission shall charge and collect a reasonable fee for
 40 copying documents on request, provided the fee does not exceed the cost of
 41 providing the service as determined by the commission. The commission shall
 42 also charge a reasonable fee for certifying the copy of a filed document,
 43 provided the fee does not exceed the cost of providing the service as
 44 determined by the commission.

1 D. A penalty of one hundred dollars payable in addition to other fees
2 accrues and is payable if a foreign corporation fails to file an amendment,
3 restated articles that include an amendment, or articles of merger within
4 sixty days of the time of filing in the jurisdiction in which the corporation
5 is domiciled. The penalty collected pursuant to this subsection shall be
6 deposited, pursuant to sections 35-146 and 35-147, in the state general fund.

7 E. One-third of the ~~filing~~ fees for the annual report of domestic and
8 foreign corporations paid pursuant to subsection A, paragraph 17 of this
9 section shall be deposited in the Arizona arts trust fund established by
10 section 41-983.01.

11 F. The commission shall provide for and establish an expedited service
12 for the filing of all documents and services provided pursuant to this title
13 as follows:

14 1. The expedited filing shall be a priority service to be completed as
15 soon as possible after the documents are delivered to the commission.

16 2. In addition to any other fees required by this section or any other
17 law, the commission shall charge a **NONREFUNDABLE** fee for expedited services,
18 including those requested by fax. The fee shall be determined by a
19 supermajority vote of the commissioners.

20 3. The commission may provide for and establish same day and next day
21 services for the filing of any documents and services provided pursuant to
22 this title as follows:

23 (a) The same day and next day services shall not be offered unless all
24 expedited services filed pursuant to this title are processed within a
25 maximum of five business days and all other documents and services filed
26 pursuant to this title are processed within a maximum of thirty business
27 days.

28 (b) The commission shall suspend same day or next day service if the
29 commission determines that it does not have the necessary resources to
30 perform the service within the established time period.

31 (c) In addition to any other fees required by this section or any
32 other law, the commissioners may charge a **NONREFUNDABLE** fee for the same day
33 or next day service or both. The fee shall be determined by a supermajority
34 vote of the commissioners.

35 4. The commission shall publicly post the current wait times for
36 processing regular, expedited and same day and next day services.

37 G. The commission may charge persons who access the commission's data
38 processing system that is maintained pursuant to section 10-122.01 from
39 remote locations and persons requesting special computer generated printouts,
40 reports and tapes a reasonable fee that does not exceed the cost of the time,
41 equipment and personnel necessary to provide this service or product as
42 determined by the commission.

43 H. Except as provided in section 10-122.01, subsection B, paragraph 3,
44 in addition to any fee charged pursuant to this section, the commission may
45 charge and collect the following **NONREFUNDABLE** fees to help defray the cost

1 of the improved data processing system that is maintained pursuant to section
2 10-122.01:

3 1. Filing articles of incorporation of a domestic corporation, ten
4 dollars.

5 2. Filing an application of a foreign corporation for authority to
6 transact business in this state, twenty-five dollars.

7 I. All monies received pursuant to subsections F, G and H of this
8 section shall be deposited, pursuant to sections 35-146 and 35-147, in the
9 public access fund established by section 10-122.01.

10 J. Fees charged pursuant to this section are exempt from section
11 39-121.03, subsection A, paragraph 3.

12 K. Any person may advance monies to the commission to pay fees
13 required pursuant to this section for future filings and services. All
14 monies received pursuant to this subsection shall be deposited, pursuant to
15 sections 35-146 and 35-147, in the money on deposit account in the public
16 access fund established by section 10-122.01.

17 L. For the purposes of this section, "supermajority" means an
18 affirmative vote of at least four commissioners.

19 Sec. 3. Section 10-127, Arizona Revised Statutes, is amended to read:

20 10-127. Evidentiary effect of copy of filed document

21 A stamp affixed to a copy of a document filed by the commission,
22 bearing the signature of the executive director of the commission, which may
23 be in facsimile OR ELECTRONIC FORM, and the seal of the commission, is
24 conclusive evidence that the original document is on file with the
25 commission.

26 Sec. 4. Section 10-203, Arizona Revised Statutes, is amended to read:

27 10-203. Incorporation

28 A. Unless a delayed effective date is specified in the articles of
29 incorporation, incorporation occurs and the corporate existence begins when
30 the articles of incorporation and certificate of disclosure are delivered to
31 the commission for filing.

32 B. The commission's filing of the articles of incorporation and
33 certificate of disclosure is conclusive proof that the incorporators
34 satisfied all conditions precedent to incorporation except in a proceeding by
35 the state to cancel or revoke the incorporation or involuntarily dissolve the
36 corporation pursuant to chapter 14 of this title.

37 C. Subject to section 10-124, if the commission determines that the
38 requirements of chapters 1 through 17 of this title for filing have not been
39 met, the articles of incorporation and certificate of disclosure shall not be
40 filed and the corporate existence terminates at the time the commission
41 completes the determination. If the corporate existence is terminated
42 pursuant to this subsection, sections 10-1405, 10-1406 and 10-1407 apply.

43 D. Within sixty days after THE COMMISSION HAS APPROVED the filing, a
44 copy of the articles of incorporation shall be published. An affidavit
45 evidencing the publication shall be filed with the commission within ninety

1 days after APPROVAL BY THE COMMISSION OF THE filing OF the articles of
2 incorporation.

3 Sec. 5. Section 10-224, Arizona Revised Statutes, is amended to read:
4 10-224. Recording and publication of articles of domestication

5 Within sixty days after THE COMMISSION HAS APPROVED THE filing OF the
6 articles of domestication, A COPY OF the articles of domestication shall be
7 published. An affidavit evidencing the publication shall be filed with the
8 commission within ninety days after APPROVAL BY THE COMMISSION OF THE filing
9 OF the articles of domestication. If other laws require the domesticated
10 corporation to record its articles of incorporation, the domesticated
11 corporation shall also record the articles of domestication.

12 Sec. 6. Section 10-1006, Arizona Revised Statutes, is amended to read:
13 10-1006. Articles of amendment

14 A. A corporation amending its articles of incorporation shall deliver
15 to the commission for filing articles of amendment setting forth:

16 1. The name of the corporation.

17 2. The text of each amendment adopted.

18 3. If an amendment provides for an exchange, reclassification or
19 cancellation of issued shares, provisions for implementing the amendment if
20 not contained in the amendment itself.

21 4. The date of each amendment's adoption.

22 5. If an amendment was adopted by the incorporators or board of
23 directors without shareholder action, a statement to that effect and that
24 shareholder action was not required.

25 6. If an amendment was approved by the shareholders:

26 (a) The designation of outstanding shares, number of outstanding
27 shares, number of votes entitled to be cast by each voting group entitled to
28 vote separately on the amendment and number of votes of each voting group
29 indisputably represented at the meeting.

30 (b) Either the total number of votes cast for and against the
31 amendment by each voting group entitled to vote separately on the amendment
32 or the total number of undisputed votes cast for the amendment by each voting
33 group and a statement that the number cast for the amendment by each voting
34 group was sufficient for approval by that voting group.

35 B. Within sixty days after the COMMISSION HAS APPROVED THE filing, a
36 copy of the articles of amendment shall be published. An affidavit
37 evidencing the publication shall be filed with the commission within ninety
38 days after APPROVAL BY THE COMMISSION OF THE filing OF the articles of
39 amendment.

40 Sec. 7. Section 10-1007, Arizona Revised Statutes, is amended to read:
41 10-1007. Restated articles of incorporation

42 A. A corporation's board of directors may restate its articles of
43 incorporation at any time with or without shareholder action.

1 B. The restatement may include one or more amendments to the
2 articles. If the restatement includes an amendment requiring shareholder
3 approval, it shall be adopted as provided in section 10-1003.

4 C. If the board of directors submits a restatement for shareholder
5 action, the corporation shall notify each shareholder, whether or not
6 entitled to vote, of the proposed shareholders' meeting in accordance with
7 section 10-705. The notice shall also state that the purpose or one of the
8 purposes of the meeting is to consider the proposed restatement and shall
9 contain or be accompanied by a copy of the restatement that identifies any
10 amendment or other change it would make in the articles.

11 D. A corporation restating its articles of incorporation shall deliver
12 to the commission for filing articles of restatement setting forth the name
13 of the corporation and the text of the restated articles of incorporation
14 together with a certificate setting forth:

15 1. Whether the restatement contains an amendment to the articles
16 requiring shareholder approval and, if it does not, that the board of
17 directors adopted the restatement.

18 2. If the restatement contains an amendment to the articles requiring
19 shareholder approval, the information required by section 10-1006.

20 E. Duly adopted restated articles of incorporation supersede the
21 original articles of incorporation and all amendments to them.

22 F. The commission may certify restated articles of incorporation, as
23 the articles of incorporation currently in effect, without including the
24 certificate information required by subsection D of this section.

25 G. Within sixty days after THE COMMISSION HAS APPROVED the filing, a
26 copy of the articles of restatement shall be published. An affidavit
27 evidencing the publication shall be filed with the commission within ninety
28 days after THE APPROVAL BY THE COMMISSION OF THE filing OF the articles of
29 restatement.

30 Sec. 8. Section 10-1008, Arizona Revised Statutes, is amended to read:
31 10-1008. Amendment pursuant to reorganization

32 A. A corporation's articles of incorporation may be amended pursuant
33 to this section without action by the board of directors or shareholders to
34 carry out a plan of reorganization confirmed by an order or decree of a court
35 of competent jurisdiction under a federal statute or a statute of this state
36 if the articles of incorporation after amendment contain only provisions
37 required or permitted by section 10-202.

38 B. Before the date of entry of a final decree in the reorganization
39 proceeding, the individual or individuals designated by the plan shall
40 deliver to the commission for filing articles of amendment setting forth all
41 of the following:

42 1. The name of the corporation.

43 2. The text of each amendment contained in the plan of reorganization.

44 3. The date of the court's order or decree confirming the plan of
45 reorganization containing the articles of amendment.

1 4. The title of the reorganization proceeding in which the order or
2 decree was entered.

3 5. A statement that the court had jurisdiction of the proceeding under
4 federal or state statute.

5 C. Shareholders of a corporation undergoing reorganization do not have
6 dissenters' rights except as and to the extent provided in the reorganization
7 plan.

8 D. This section does not apply after entry of a final decree in the
9 reorganization proceeding even though the court retains jurisdiction of the
10 proceeding for limited purposes unrelated to consummation of the
11 reorganization plan.

12 E. Within sixty days after the COMMISSION HAS APPROVED THE filing, a
13 copy of the articles of amendment shall be published. An affidavit
14 evidencing the publication shall be filed with the commission within ninety
15 days after APPROVAL BY THE COMMISSION OF THE filing OF the articles of
16 amendment.

17 Sec. 9. Section 10-1105, Arizona Revised Statutes, is amended to read:
18 10-1105. Articles of merger or share exchange; publication

19 A. After a plan of merger or share exchange is approved by the
20 shareholders or adopted by the board of directors if shareholder approval is
21 not required, the surviving or acquiring corporation shall deliver to the
22 commission for filing both:

23 1. The plan of merger or share exchange.

24 2. Articles of merger or share exchange setting forth:

25 (a) The names of the corporations that were parties to the merger or
26 share exchange.

27 (b) The name and address of the known place of business of the
28 surviving or acquiring corporation.

29 (c) The name and address of the statutory agent of the surviving or
30 acquiring corporation.

31 (d) Any amendments to the articles of incorporation of the surviving
32 corporation.

33 (e) If shareholder approval was not required, a statement to that
34 effect.

35 (f) If approval of the shareholders of one or more corporations party
36 to the merger or share exchange was required:

37 (i) The designation, number of outstanding shares and number of votes
38 entitled to be cast by each voting group entitled to vote separately on the
39 plan as to each corporation.

40 (ii) Either the total number of votes cast for and against the plan by
41 each voting group entitled to vote separately on the plan or the total number
42 of undisputed votes cast for the plan separately by each voting group and a
43 statement that the number cast for the plan by each voting group was
44 sufficient for approval by that voting group.

1 B. A merger or share exchange takes effect at the effective time and
2 date of the articles of merger or share exchange, as determined pursuant to
3 section 10-123.

4 C. If the articles of merger include amendments to the articles of
5 incorporation of the surviving corporation, the document required to be filed
6 and published under this section shall be styled "articles of amendment and
7 merger".

8 D. Within sixty days after THE COMMISSION HAS APPROVED the filing, a
9 copy of the articles of merger or share exchange shall be published. An
10 affidavit evidencing the publication shall be filed with the commission
11 within ninety days after APPROVAL BY THE COMMISSION OF THE filing OF the
12 articles of merger or share exchange.

13 Sec. 10. Section 10-1503, Arizona Revised Statutes, is amended to
14 read:

15 10-1503. Application for authority to transact business

16 A. A foreign corporation may apply for authority to transact business
17 in this state by delivering an application and a certificate of disclosure to
18 the commission for filing. The certificate of disclosure shall contain the
19 information set forth in section 10-202, subsection D and is subject to the
20 requirements of section 10-202, subsection F. The application shall be
21 executed by the corporation and shall set forth:

22 1. The name of the foreign corporation and, if its name is unavailable
23 for use in this state, a corporate name that satisfies the requirements of
24 section 10-1506.

25 2. The name of the state or country under whose law it is
26 incorporated.

27 3. Its date of incorporation and period of duration.

28 4. The street address of its principal office in its state or country
29 of incorporation.

30 5. The street address of the proposed known place of business of the
31 corporation in this state and the name and street address of its proposed
32 statutory agent in this state.

33 6. If its purpose or purposes are narrower than the transaction of any
34 or all lawful business in which corporations may engage in the state or
35 country under whose law it is incorporated, a statement of the limitations on
36 its purpose.

37 7. The names and usual business addresses of its current directors and
38 officers.

39 8. A statement of the aggregate number of shares that the corporation
40 has authority to issue, itemized by classes, par value of shares, shares
41 without par value and series, if any, within a class.

42 9. A statement of the aggregate number of issued shares itemized by
43 classes, par value of shares, shares without par value and series, if any,
44 within a class.

10. A brief statement of the character of business that the corporation initially intends actually to conduct in this state. This statement does not limit the character of business that the corporation ultimately conducts.

B. The foreign corporation shall deliver the application and the certificate of disclosure to the commission, together with a copy of its articles of incorporation, any amendments to the articles of incorporation and a certificate of existence or a document of similar import duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated, and the **NONREFUNDABLE** fees required by law ~~for filing the application~~.

C. After determining that the application sets forth the information required by this section, does not use as the name of the corporation in this state a name that is in violation of section 10-1506 and appears in all other respects to conform to the requirements of this article, the commission shall file the application. The date of filing shall be the date on which the corporation is granted authority to transact business in this state.

D. Within sixty days after **THE COMMISSION HAS APPROVED THE** filing, ~~the application~~ a copy of the application shall be published. An affidavit evidencing the publication shall be filed within ninety days after **APPROVAL BY THE COMMISSION OF THE** filing **OF** the application.

E. A foreign corporation authorized to transact business in this state is subject to section 10-1623.

Sec. 11. Section 10-2020, Arizona Revised Statutes, is amended to read:

10-2020. License and other fees: tax exemption

Each association shall pay ~~an~~ **A NONREFUNDABLE** annual license fee of ten dollars, but shall be exempt from all franchise or license taxes. ~~For filing articles of incorporation, each association shall pay ten dollars~~ **EACH ASSOCIATION SHALL PAY A NONREFUNDABLE FEE OF TEN DOLLARS FOR FILING ARTICLES OF INCORPORATION,** and **A NONREFUNDABLE FEE OF TWO DOLLARS AND FIFTY CENTS** for filing an amendment to the articles, ~~two dollars and fifty cents~~.

Sec. 12. Section 10-2079, Arizona Revised Statutes, is amended to read:

10-2079. Fees

The corporation commission shall charge and collect **THE FOLLOWING NONREFUNDABLE FEES** for:

1. Filing articles of incorporation, ten dollars.
2. Filing articles of amendment, ten dollars.
3. Filing articles of consolidation or merger, ten dollars.
4. Filing articles of conversion, ten dollars.
5. Filing certificate of election to dissolve, ten dollars.
6. Filing articles of dissolution, ten dollars.
7. Filing certificate of change of principal office, five dollars.

1 Sec. 13. Section 10-2145, Arizona Revised Statutes, is amended to
2 read:

3 10-2145. Fees

4 The corporation commission shall charge and collect the following
5 **NONREFUNDABLE** fees:

- 6 1. Filing articles of incorporation, ten dollars.
- 7 2. Filing articles of amendment, ten dollars.
- 8 3. Filing articles of consolidation or merger, ten dollars.
- 9 4. Filing articles of conversion, ten dollars.
- 10 5. Filing certificate of election to dissolve, ten dollars.
- 11 6. Filing articles of dissolution, ten dollars.
- 12 7. Filing certificate of change of principal office, five dollars.

13 Sec. 14. Section 10-3120, Arizona Revised Statutes, is amended to
14 read:

15 10-3120. Filing requirements

16 A. In order to qualify for filing by the commission, a document shall
17 satisfy the requirements of this section and any other section of chapters 24
18 through ~~40~~ 42 of this title that adds to or varies these requirements.

19 B. Chapters 24 through ~~40~~ 42 of this title require or permit filing of
20 the document in the office of the commission.

21 C. The document shall contain the information required by chapters 24
22 through ~~40~~ 42 of this title. It may contain other information.

23 D. The document shall be typewritten or printed and shall be legible
24 and capable of microfilm or other process reduction and subsequent
25 reproduction as determined by the commission.

26 E. The document and any exhibits to the document shall be in the
27 English language or accompanied by an English translation certified as
28 accurate by or on behalf of the person causing the document to be delivered
29 for filing.

30 F. The document shall be executed:

31 1. By the presiding officer or its board of directors of a domestic or
32 foreign corporation, its president, ~~or~~ or by another of its officers.

33 2. If directors have not been selected or the corporation has not been
34 formed, by an incorporator.

35 3. If the corporation is in the hands of a receiver, trustee or other
36 court appointed fiduciary, by that fiduciary.

37 G. The document shall state the name of each person who signs it and
38 the capacity in which each person signs. The document may but need not
39 contain:

- 40 1. The corporate seal.
- 41 2. An attestation by the secretary or an assistant secretary.
- 42 3. An acknowledgment, verification or proof.

43 H. If the commission has prescribed a mandatory form for the document
44 under section 10-3121, the document shall be in or on the prescribed form.

I. Except as provided in subsection J of this section and sections 10-3503 and 10-11509, the document shall be delivered to the office of the commission for filing and shall be accompanied by the correct ~~filing~~ fee and any other payment or penalty required by chapters 24 through ~~40~~ 42 of this title or other law.

J. Notwithstanding subsection I of this section:

1. A person may deliver by means of a ~~telefacsimile~~ FAX OR ELECTRONIC transmission a document that is required or permitted by chapters 24 through ~~40~~ 42 of this title to be delivered to the commission for filing. The person shall retain the original document for at least twelve months in the books and records of the corporation or of the person making the delivery for filing, if the delivery is not made on behalf of the corporation, and the person shall make the original documents available for inspection and copying by the commission on reasonable notice.

2. A document that is reproduced at a ~~telefacsimile~~ FAX machine OR THROUGH AN ELECTRONIC TRANSMISSION at the commission ~~as a result of a telefacsimile transmission~~ is deemed delivered to the commission:

(a) On the date of the reproduction if reproduced on or before 5:00 p.m. mountain standard time and if the day is a business day of the commission.

(b) On the next succeeding business day if reproduced after 5:00 p.m. mountain standard time and if the day is a business day of the commission.

3. On the request of the person transmitting the document, the commission shall confirm by ~~telefacsimile~~ FAX OR ELECTRONIC transmission or other writing the receipt of the document.

4. A person shall pay and deliver to the commission any fee or penalty imposed by this title with respect to delivery of a document to the commission for filing in the manner as the commission determines.

5. If the commission determines that the legality of the document reproduced by means of a ~~telefacsimile~~ FAX OR ELECTRONIC transmission is not sufficient, the commission may require that either:

(a) The document be delivered to the commission by means of an additional ~~telefacsimile~~ FAX OR ELECTRONIC transmission.

(b) An original document be delivered to the commission by means other than a ~~telefacsimile~~ FAX OR ELECTRONIC transmission.

6. The commission shall not file a document if any required amount is not paid as provided in paragraph 4 of this subsection or if any required additional counterpart is not delivered as provided in paragraph 5 of this subsection.

7. A reproduced document delivered under this subsection is deemed to satisfy any requirement in chapters 24 through ~~40~~ 42 of this title for delivery of an original and one or more copies of the document. A document subject to this paragraph is deemed to have been delivered on the date on which it was delivered as provided in paragraph 2 of this subsection only if the first reproduction at a minimum permits identification of the corporation

1 to which the document pertains and of the general nature of the document and
 2 the commission subsequently determines that paragraphs 4 and 5 of this
 3 subsection and any other requirements of chapters 24 through ~~40~~ 42 of this
 4 title regarding the document have been satisfied.

5 8. THE COMMISSION MAY PRESCRIBE THE FORMAT OF AN ELECTRONIC DOCUMENT
 6 DELIVERED TO THE COMMISSION PURSUANT TO THIS SUBSECTION.

7 Sec. 15. Section 10-3122, Arizona Revised Statutes, is amended to
 8 read:

9 10-3122. Filing, service and copying fees; public access fund;
 10 expedited report filing and access; same day and
 11 next day services

12 A. The commission shall collect and deposit, pursuant to sections
 13 35-146 and 35-147, in the state general fund the following **NONREFUNDABLE** fees
 14 when the documents described in this subsection are delivered **TO THE**
 15 **COMMISSION** for filing or issuance:

<u>Document</u>	<u>Fee</u>
17 1. Articles of incorporation	\$ 30
18 2. Application for use of indistinguishable name	\$ 10
19 3. Application for reserved name	\$ 10
20 4. Notice of transfer of reserved name	\$ 10
21 5. Application for registered name	\$ 10
22 6. Application for renewal of registered name	\$ 10
23 7. Agent's statement of resignation	\$ 10
24 8. Amendment of articles of incorporation	\$ 25
25 9. Restatement of articles of incorporation	
26 with amendment of articles	\$ 25
27 10. Articles of merger or membership exchange	\$100
28 11. Articles of dissolution	\$ 25
29 12. Articles of domestication	\$100
30 13. Articles of revocation of dissolution	\$ 25
31 14. Application for reinstatement following	
32 administrative dissolution or revocation, in	
33 addition to other fees and penalties due	\$ 25
34 15. Application for authority	\$150
35 16. Application for withdrawal	\$ 25
36 17. Annual report	\$ 10
37 18. Articles of correction	\$ 25
38 19. Application for certificate of good standing	\$ 10

39 B. The commission shall collect a **NONREFUNDABLE** fee of twenty-five
 40 dollars each time process is served on it under chapters 24 through 42 of
 41 this title. The party to a proceeding causing service of process is entitled
 42 to recover this fee as costs if the party prevails in the proceeding. The
 43 fee collected pursuant to this subsection shall be deposited, pursuant to
 44 sections 35-146 and 35-147, in the state general fund.

1 C. The commission shall charge and collect fifty cents per page for
2 copying documents on request. The commission shall also charge five dollars
3 plus fifty cents per page for certifying the copy of a filed document. The
4 fees collected pursuant to this subsection shall be deposited, pursuant to
5 sections 35-146 and 35-147, in the state general fund.

6 D. A penalty of one hundred dollars payable in addition to other fees
7 accrues and is payable if a foreign corporation fails to file an amendment,
8 restated articles that include an amendment, or articles of merger within
9 sixty days of the time of filing in the jurisdiction in which the corporation
10 is domiciled. The penalty collected pursuant to this subsection shall be
11 deposited, pursuant to sections 35-146 and 35-147, in the state general fund.

12 E. Pursuant to section 10-122, subsection F, the commission shall
13 provide for and establish an expedited service for the filing of all
14 documents and services provided pursuant to chapters 24 through 42 of this
15 title.

16 F. Pursuant to section 10-122, subsection F, the commission may
17 provide for and establish same day and next day services for the filing of
18 any documents and services provided pursuant to chapters 24 through 42 of
19 this title.

20 G. The commission may charge persons who access the commission's data
21 processing system that is maintained pursuant to section 10-122.01 from
22 remote locations and persons requesting special computer generated printouts,
23 reports and tapes a reasonable fee that does not exceed the cost of the time,
24 equipment and personnel necessary to provide this service or product as
25 determined by the commission.

26 H. Except as provided in section 10-122.01, subsection B, paragraph 3,
27 in addition to any fee charged pursuant to this section, the commission may
28 charge and collect the following **NONREFUNDABLE** fees to help defray the cost
29 of the improved data processing system that is maintained pursuant to section
30 10-122.01:

31 1. Filing articles of incorporation of a domestic corporation, ten
32 dollars.

33 2. Filing an application of a foreign corporation for authority to
34 transact business in this state, twenty-five dollars.

35 I. All monies received pursuant to subsections E through H of this
36 section shall be deposited, pursuant to sections 35-146 and 35-147, in the
37 public access fund established by section 10-122.01.

38 J. Fees charged pursuant to this section are exempt from section
39 39-121.03, subsection A, paragraph 3.

40 K. Any person may advance monies to the commission to pay fees
41 required pursuant to this section for future filings and services. All
42 monies received pursuant to this subsection shall be deposited, pursuant to
43 sections 35-146 and 35-147, in the money on deposit account in the public
44 access fund established by section 10-122.01.

1 Sec. 16. Section 10-3203, Arizona Revised Statutes, is amended to
2 read:

3 10-3203. Incorporation

4 A. Unless a delayed effective date is specified in the articles of
5 incorporation, incorporation occurs and the corporate existence begins when
6 the articles of incorporation and certificate of disclosure are delivered to
7 the commission for filing.

8 B. The commission's filing of the articles of incorporation and
9 certificate of disclosure is conclusive proof that the incorporators
10 satisfied all conditions precedent to incorporation except in a proceeding by
11 the state to cancel or revoke the incorporation or involuntarily dissolve the
12 corporation pursuant to chapter 37 of this title.

13 C. Subject to section 10-3124, if the commission determines that the
14 requirements of chapters 24 through ~~40~~ 42 of this title for filing have not
15 been met, the articles of incorporation and certificate of disclosure shall
16 not be filed and the corporate existence terminates at the time the
17 commission completes the determination. If the corporate existence is
18 terminated pursuant to this subsection, sections 10-11404, 10-11405 and
19 10-11406 apply.

20 D. Within sixty days after THE COMMISSION HAS APPROVED the filing, a
21 copy of the articles of incorporation shall be published. An affidavit
22 evidencing the publication shall be filed with the commission within ninety
23 days after APPROVAL BY THE COMMISSION OF THE filing OF the articles of
24 incorporation.

25 Sec. 17. Section 10-3224, Arizona Revised Statutes, is amended to
26 read:

27 10-3224. Recording and publication of articles of domestication

28 Within sixty days after THE COMMISSION HAS APPROVED THE filing OF the
29 articles of domestication, A COPY OF the articles of domestication shall be
30 published. An affidavit evidencing the publication shall be filed with the
31 commission within ninety days after THE APPROVAL BY THE COMMISSION OF THE
32 filing OF the articles of domestication. If other laws require the
33 domesticated corporation to record its articles of incorporation, the
34 domesticated corporation shall also record the articles of domestication.

35 Sec. 18. Section 10-11006, Arizona Revised Statutes, is amended to
36 read:

37 10-11006. Articles of amendment

38 A. A corporation amending its articles of incorporation shall deliver
39 to the commission for filing articles of amendment setting forth:

40 1. The name of the corporation.

41 2. THE text of each amendment adopted.

42 3. The date of each amendment's adoption.

43 4. A statement that the amendment was duly adopted by act of the
44 members or act of the board of directors and, if applicable, with the
45 approval required pursuant to section 10-11030.

1 B. Within sixty days after THE COMMISSION HAS APPROVED the filing, a
2 copy of the articles of amendment shall be published. An affidavit
3 evidencing the publication shall be filed with the commission within ninety
4 days after APPROVAL BY THE COMMISSION OF THE filing OF the articles of
5 amendment.

6 Sec. 19. Section 10-11007, Arizona Revised Statutes, is amended to
7 read:

8 10-11007. Restated articles of incorporation

9 A. A corporation's board of directors may restate its articles of
10 incorporation at any time with or without approval by the members or any
11 other person.

12 B. The restatement may include one or more amendments to the articles
13 of incorporation. If the restatement includes an amendment requiring
14 approval by the members or any other person, it shall be adopted as provided
15 in section 10-11003.

16 C. If the board of directors submits A restatement for member action,
17 the corporation shall notify each member entitled to vote of the proposed
18 membership meeting in writing in accordance with section 10-3705. The notice
19 shall also state that the purpose or one of the purposes of the meeting is to
20 consider the proposed restatement and shall contain or be accompanied by a
21 copy or summary of the restatement that identifies any ~~amendments~~ AMENDMENT
22 or other change it would make in the articles.

23 D. If the board of directors submits A restatement for member action
24 by written ballot or written consent, the material that solicits the approval
25 shall contain or be accompanied by a copy or summary of the restatement that
26 also identifies any amendment or other change it would make in the articles
27 of incorporation.

28 E. A corporation restating its articles of incorporation shall deliver
29 to the commission for filing articles of restatement setting forth the name
30 of the corporation and the text of the restated articles of incorporation
31 together with a certificate setting forth:

32 1. Whether the restatement contains an amendment to the articles
33 requiring approval ~~or~~ BY any other person other than the board of directors
34 and, if it does not, that the board of directors adopted the restatement.

35 2. If the restatement contains an amendment to the articles requiring
36 approval by the members, a statement that such approval was obtained.

37 3. If the restatement contains an amendment to the articles requiring
38 approval by a person whose approval is required pursuant to section 10-11030,
39 a statement that such approval was obtained.

40 F. Duly adopted restated articles of incorporation supersede the
41 original articles of incorporation and all amendments to them.

42 G. The commission may certify restated articles of incorporation, as
43 the articles of incorporation currently in effect, without including the
44 certificate information required by subsection ~~H~~ E of this section.

1 H. Within sixty days after THE COMMISSION HAS APPROVED THE filing, a
2 copy of the articles of restatement shall be published. An affidavit
3 evidencing the publication shall be filed with the commission within ninety
4 days after APPROVAL BY THE COMMISSION OF THE filing OF the articles of
5 restatement.

6 Sec. 20. Section 10-11008, Arizona Revised Statutes, is amended to
7 read:

8 10-11008. Amendment pursuant to reorganization

9 A. A corporation's articles may be amended pursuant to this section
10 without action by the board of directors or members or approval required
11 pursuant to section 10-11030 to carry out a plan of reorganization ordered or
12 decreed by a court of competent jurisdiction under a federal statute or a
13 statute of this state if the articles of incorporation after amendment
14 contain only provisions required or permitted by section 10-3202.

15 B. Before the date of entry of a final decree in the reorganization
16 proceeding, the individual or individuals designated by the court plan shall
17 deliver to the commission articles of amendment setting forth all of the
18 following:

- 19 1. The name of the corporation.
- 20 2. The text of each amendment contained in the plan of reorganization.
- 21 3. The date of the court's order or decree confirming the plan of
22 reorganization containing the articles of amendment.
- 23 4. The title of the reorganization proceeding in which the order or
24 decree was entered.
- 25 5. A statement that the court had jurisdiction of the proceeding under
26 federal or state statute.

27 C. This section does not apply after entry of a final decree in the
28 reorganization proceeding even though the court retains jurisdiction of the
29 proceeding for limited purposes unrelated to consummation of the
30 reorganization plan.

31 D. Within sixty days after THE COMMISSION HAS APPROVED the filing, a
32 copy of the articles of amendment shall be published. An affidavit
33 evidencing the publication shall be filed with the commission within ninety
34 days after APPROVAL BY THE COMMISSION OF THE filing OF the articles or
35 amendment.

36 Sec. 21. Section 10-11105, Arizona Revised Statutes, is amended to
37 read:

38 10-11105. Articles of merger or membership exchange;
39 publication

40 A. After a plan of merger or membership exchange is approved by the
41 board of directors and, if required by section 10-11103, by the members and
42 any other persons, the surviving or acquiring corporation shall deliver to
43 the commission for filing both:

- 44 1. The plan of merger or membership exchange.
- 45 2. Articles of merger or membership exchange setting forth:

1 (a) The names of the corporations that were parties to the merger or
2 membership exchange.

3 (b) The name and address of the known place of business of the
4 surviving or acquiring corporation.

5 (c) The name and address of the statutory agent of the surviving or
6 acquiring corporation.

7 (d) Any amendments to the articles of incorporation of the surviving
8 corporation.

9 (e) A statement that the amendment was duly adopted by act of the
10 board of directors and, if required by section 10-11103, by act of the
11 members and any other persons.

12 B. A merger takes effect at the effective time and date of the
13 articles of merger, as determined pursuant to section 10-3123.

14 C. If the articles of merger include amendments to the articles of
15 incorporation of the surviving corporation, the document required to be filed
16 and published under this section shall be styled "articles of amendment and
17 merger".

18 D. Within sixty days after THE COMMISSION HAS APPROVED the filing, a
19 copy of the articles of merger or membership exchange shall be published. An
20 affidavit evidencing the publication shall be filed with the commission
21 within ninety days after APPROVAL BY THE COMMISSION OF THE filing OF the
22 articles of merger or membership exchange.

23 Sec. 22. Section 10-11107, Arizona Revised Statutes, is amended to
24 read:

25 10-11107. Merger or exchange with other entities

26 A. In addition to mergers or exchanges governed by sections 10-11101
27 and 10-11102, a domestic corporation may merge or enter into an exchange of
28 memberships and interests with one or more other entities incorporated,
29 formed or organized under the laws of this state, any other state, the United
30 States, any foreign country or any other jurisdiction, if:

31 1. In a merger, the merger is permitted by the law of the jurisdiction
32 under whose laws the other entity is incorporated, formed or organized, and
33 each other entity complies with that law in effecting the merger. For
34 entities incorporated, formed or organized under the laws of this state, this
35 section constitutes permission for the merger.

36 2. Each domestic nonprofit corporation approves the plan of merger or
37 exchange in the manner required by section 10-11103, subsection B.

38 3. Each other entity approves the plan of merger or exchange in the
39 manner required by the laws of the jurisdiction under whose laws it is
40 organized.

41 4. Rights or securities of or interests in an entity that is a party
42 to the merger or exchange may be exchanged for or converted into cash,
43 property, obligations, rights or securities of or interests in the surviving
44 or resulting entity.

45 B. The plan of merger or exchange shall set forth:

1 1. The name and jurisdiction of incorporation, formation or
2 organization of each entity that plans to merge or exchange.

3 2. The name of the surviving or acquiring entity.

4 3. The terms and conditions of the merger or exchange.

5 4. The manner and basis, if any, of converting or exchanging the
6 memberships, rights or securities of or interests in each entity that is a
7 party to the merger or to be acquired in the exchange into or for
8 obligations, memberships, rights or securities of or interest in the
9 surviving or acquiring entity or into or for cash or other property in whole
10 or in part.

11 C. The plan of merger or exchange may set forth:

12 1. In a merger, amendments to the articles or certificate of
13 incorporation or organization, the certificate of limited partnership or
14 similar organizational document of the surviving entity.

15 2. Other provisions relating to the merger or exchange.

16 D. After a plan of merger or exchange is approved as provided in
17 subsection A, paragraphs 2 and 3 of this section, the surviving or acquiring
18 entity shall deliver to the commission for filing both:

19 1. The plan of merger or exchange, or a statement that the plan of
20 merger or exchange is on file at a place of business of the surviving or
21 acquiring entity, including the address of the place of business, and a
22 statement that the surviving or acquiring entity will provide a copy of the
23 plan of merger or exchange on request and without cost to any person who
24 holds an interest in an entity that is a party to the merger or exchange.

25 2. The articles of merger or exchange setting forth:

26 (a) The names of the domestic nonprofit corporations and other
27 entities that were parties to the merger or exchange.

28 (b) The name and a place of business of the surviving or acquiring
29 entity.

30 (c) If the surviving entity in a merger is a domestic nonprofit or
31 business corporation, any amendments to the articles of incorporation of that
32 corporation.

33 3. If the surviving entity in a merger is not an entity organized
34 under the laws of this state, both of the following:

35 (a) A statement that the surviving entity agrees that it may be served
36 with process in this state in an action, suit or proceeding for the
37 enforcement of any obligation of any entity that was organized under the laws
38 of this state and that is a party to the merger and for the enforcement of
39 any obligation of the surviving entity arising from the merger.

40 (b) A statement that the surviving entity irrevocably appoints the
41 commission as its agent to accept service of process in the action, suit or
42 proceeding described in subdivision (a) of this paragraph, including the
43 address to which the commission shall mail a copy of the process.

1 E. The articles of merger shall serve as the articles or certificate
2 of dissolution, termination or cancellation for an entity that is not the
3 surviving entity in a merger.

4 F. A merger or exchange takes effect at the effective time and date of
5 the articles of merger or exchange, as determined pursuant to section
6 10-3123.

7 G. If the articles of merger include amendments to the articles of
8 incorporation of the surviving corporation as described in subsection D,
9 paragraph 2, subdivision (c) of this section, the document required to be
10 filed and published under this section shall be styled "articles of amendment
11 and merger".

12 H. Within sixty days after THE COMMISSION HAS APPROVED the filing, a
13 copy of the articles of merger or share exchange shall be published. An
14 affidavit evidencing the publication shall be filed with the commission
15 within ninety days after APPROVAL BY THE COMMISSION OF THE filing OF the
16 articles of merger or share exchange.

17 I. When a merger takes effect:

18 1. Every other entity that is a party to the merger merges into the
19 surviving entity and the separate existence of every entity except the
20 surviving entity ceases.

21 2. The title to all real estate and other property owned by each
22 entity that is a party to the merger is vested automatically in the surviving
23 entity without reversion or impairment, subject to any and all conditions to
24 which the property was subject prior to the merger.

25 3. The surviving entity automatically has all of the liabilities of
26 each entity that is a party to the merger.

27 4. A proceeding pending against any entity that is a party to the
28 merger may be continued as if the merger did not occur or the surviving
29 entity may be substituted in the proceeding for the entity whose existence
30 ceased.

31 5. The organizational document of the surviving entity is amended to
32 the extent provided in the articles of amendment and merger.

33 6. The memberships, rights or securities of or interests in each
34 entity that is a party to the merger that are to be converted into
35 obligations, memberships, rights or securities of or other interests in the
36 surviving or any other entity or into cash or other property are converted,
37 and the former holders of the memberships, rights, securities or interests
38 are entitled only to the rights provided in the plan of merger.

39 J. If an exchange takes effect, the memberships, rights or securities
40 of or other interests in each acquired entity are exchanged as provided in
41 the plan, and the former holders of the membership, rights, securities or
42 interests are entitled only to the exchange rights provided in the plan of
43 exchange.

44 K. Unless the plan of merger or exchange provides otherwise, each
45 entity that is a party to the merger or exchange may abandon the proposed

1 merger or exchange before the effective date of the merger or exchange in a
2 manner required by the laws of the jurisdiction in which the entity is
3 organized.

4 L. This section does not limit the power of an entity to acquire all
5 or part of the memberships of one or more classes of a domestic corporation
6 through a voluntary exchange or otherwise.

7 Sec. 23. Section 10-11403, Arizona Revised Statutes, is amended to
8 read:

9 10-11403. Articles of dissolution

10 A. At any time after dissolution is authorized, the corporation may
11 dissolve by delivering to the commission articles of dissolution setting
12 forth all of the following:

13 1. The name of the corporation.

14 2. The date dissolution was authorized.

15 3. A statement that the dissolution was duly authorized by an act of
16 the members or an act of the board of directors and, if applicable, with the
17 approval required pursuant to section 10-11402.

18 B. A corporation is dissolved on the effective date of its articles of
19 dissolution.

20 C. The articles of dissolution shall not be considered complete until
21 all fees, penalties and costs required to be paid under this title have been
22 paid.

23 D. Within sixty days after THE COMMISSION HAS APPROVED the filing a
24 copy of the articles of dissolution shall be published. An affidavit
25 evidencing the publication shall be filed with the commission within ninety
26 days after APPROVAL BY THE COMMISSION OF THE filing OF the articles of
27 dissolution.

28 E. The articles of dissolution are not complete until the commission
29 has received a notice from the department of revenue that the tax levied
30 under title 42, chapter 5, article 1 against the corporation has been paid,
31 or until the department of revenue notifies the commission that the
32 corporation is not subject to the tax and the commission has received from
33 the department of revenue a certificate issued by the department of revenue
34 pursuant to section 43-1151.

35 Sec. 24. Section 10-11503, Arizona Revised Statutes, is amended to
36 read:

37 10-11503. Application for certificate of authority

38 A. A foreign corporation may apply for authority to conduct affairs in
39 this state by delivering an application and a certificate of disclosure to
40 the commission for filing. The certificate of disclosure shall contain the
41 information set forth in section 10-3202, subsection D and is subject to the
42 requirements of section 10-3202, subsection F. The application shall be
43 executed by the corporation and shall set forth:

1 1. The name of the foreign corporation and, if its name is unavailable
2 for use in this state, a corporate name that satisfies the requirements of
3 section 10-11506.

4 2. The name of the state or country under whose law it is
5 incorporated.

6 3. Its date of incorporation and period of duration.

7 4. The street address of its principal office in its state or country
8 of incorporation.

9 5. The street address of the proposed known place of business of the
10 corporation in this state and the name and street address of its proposed
11 statutory agent in this state.

12 6. If its purpose or purposes are narrower than the transaction of any
13 or all lawful affairs in which corporations may engage in the state or
14 country under whose law it is incorporated, a statement of the limitations on
15 its purpose.

16 7. The names and usual business addresses of its current directors and
17 officers.

18 8. Whether the foreign corporation has members.

19 9. A brief statement of the character of business that the corporation
20 initially intends actually to conduct in this state. This statement does not
21 limit the character of business that the corporation ultimately conducts.

22 B. The foreign corporation shall deliver the application and the
23 certificate of disclosure to the commission, together with a copy of its
24 articles of incorporation, any amendments to the articles of incorporation
25 and a certificate of existence or a document of similar import duly
26 authenticated by the secretary of state or other official having custody of
27 corporate records in the state or country under whose law it is incorporated,
28 and the **NONREFUNDABLE** fees required by law ~~for filing the application~~.

29 C. After determining that the application sets forth the information
30 required by this section, does not use as the name of the corporation in this
31 state a name that is in violation of section 10-11506 and appears in all
32 other ~~respect~~ **RESPECTS** to conform to the requirements of this article, the
33 commission shall file the application. The date of filing shall be the date
34 on which the corporation is granted authority to transact business in this
35 state.

36 D. Within sixty days after **THE COMMISSION HAS APPROVED** the filing, ~~of~~
37 ~~the application~~ a copy of the application shall be published. An affidavit
38 evidencing the publication shall be filed within ninety days after **APPROVAL**
39 **BY THE COMMISSION OF THE** filing **OF** the application.

40 E. A foreign corporation authorized to transact business in this state
41 is subject to section 10-11623.

1 Sec. 25. Title 29, chapter 4, article 1, Arizona Revised Statutes, is
2 amended by adding sections 29-614 and 29-615, to read:

3 29-614. Certificate of good standing

4 A. A PERSON MAY APPLY TO THE COMMISSION TO FURNISH A CERTIFICATE OF
5 GOOD STANDING FOR A DOMESTIC OR FOREIGN LIMITED LIABILITY COMPANY.

6 B. A CERTIFICATE OF GOOD STANDING SHALL SET FORTH ALL OF THE
7 FOLLOWING:

8 1. THE DOMESTIC LIMITED LIABILITY COMPANY'S NAME OR THE FOREIGN
9 LIMITED LIABILITY COMPANY'S NAME USED IN THIS STATE.

10 2. THAT EITHER:

11 (a) THE DOMESTIC LIMITED LIABILITY COMPANY IS ORGANIZED UNDER THE LAWS
12 OF THIS STATE AND THE DATE OF ITS ORGANIZATION.

13 (b) THE FOREIGN LIMITED LIABILITY COMPANY IS AUTHORIZED TO TRANSACT
14 BUSINESS IN THIS STATE.

15 3. THE LIMITED LIABILITY COMPANY IS IN GOOD STANDING IN THIS STATE
16 ACCORDING TO THE RECORDS OF THE COMMISSION.

17 C. SUBJECT TO ANY QUALIFICATION STATED IN THE CERTIFICATE, A
18 CERTIFICATE OF GOOD STANDING ISSUED BY THE COMMISSION MAY BE RELIED ON AS
19 CONCLUSIVE EVIDENCE OF THE MATTERS STATED IN THE CERTIFICATE.

20 29-615. Certificate of good standing; license and registration
21 renewal

22 IF A STATE AGENCY CAN CONFIRM THROUGH THE COMMISSION THAT AN APPLICANT
23 FOR RENEWAL OF A LICENSE OR REGISTRATION IS ENTITLED TO THE ISSUANCE OF A
24 CERTIFICATE OF GOOD STANDING AT THE TIME OF INQUIRY, THE AGENCY SHALL NOT
25 REQUIRE AN APPLICANT TO OBTAIN A CERTIFICATE OF GOOD STANDING.

26 Sec. 26. Section 29-633, Arizona Revised Statutes, is amended to read:

27 29-633. Amendment of articles of organization; restatement;
28 publication

29 A. The articles of organization of a limited liability company are
30 amended by filing with the commission the articles of amendment, signed on
31 behalf of the limited liability company by a manager if management of the
32 limited liability company is vested in one or more managers or by a member if
33 management of the limited liability company is reserved to the members. The
34 articles of amendment shall set forth:

35 1. The name of the limited liability company.

36 2. The text of the amendment to the articles of organization.

37 B. A limited liability company shall amend its articles of
38 organization if there is a statement in the articles of organization that was
39 false or erroneous when it was made or within thirty days after the
40 occurrence of any of the following events:

41 1. Any arrangements or facts have changed making the articles of
42 organization inaccurate in any respect other than those changes required to
43 be set forth in a statement delivered to the commission pursuant to section
44 29-605.

1 2. Management of the limited liability company is reserved to the
2 members and there is a change in the persons who are members.

3 3. Management of the limited liability company is vested in a manager
4 or managers and there is a change in the persons who are managers or in the
5 members who own a twenty per cent or greater interest in the capital or
6 profits interest of the limited liability company.

7 C. A limited liability company may amend its articles of organization
8 if its articles of organization as amended contain only provisions that may
9 be lawfully contained in the articles of organization at the time of making
10 the amendment. In particular and without limitation on the general power of
11 amendment, a limited liability company may amend its articles of organization
12 to:

13 1. Change the name of the limited liability company.

14 2. Change, enlarge or diminish the purposes of the limited liability
15 company.

16 3. If management is reserved to the members of a limited liability
17 company, vest management of the limited liability company in one or more
18 managers.

19 4. If management is vested in one or more managers, vest management of
20 the limited liability company in the members.

21 D. A limited liability company may restate its articles of
22 organization. Restated articles of organization shall be executed and filed
23 in the same manner as articles of amendment. Restated articles of
24 organization shall be specifically designated as such in the heading and
25 shall state either in the heading or in an introductory paragraph the limited
26 liability company's present name and, if it has been changed, all of its
27 former names.

28 E. A limited liability company that has not amended its articles of
29 organization as required by this section may not maintain an action upon or
30 on account of a contract or transaction made in the name of the limited
31 liability company in any court of this state until it has first amended its
32 articles of organization as required by this section. No person has any
33 liability because an amendment to articles of organization has not been filed
34 to reflect the occurrence of any event prescribed by subsection B of this
35 section if the amendment is filed within the thirty-day period specified in
36 subsection B of this section.

37 F. Within sixty days after THE COMMISSION HAS APPROVED the filing with
38 ~~the commission~~ of the articles of amendment or restated articles of
39 organization there shall be published in a newspaper of general circulation
40 in the county of the known place of business for three consecutive
41 publications a copy of the articles of amendment or restated articles of
42 organization. An affidavit evidencing publication shall be filed within
43 ninety days after APPROVAL BY THE COMMISSION OF THE filing of the amendment
44 of the articles of organization. Publication is not required if amendments
45 to the articles of organization are made solely in relation to changes in

managers or members of the limited liability company or changes made pursuant to section 29-605.

Sec. 27. Section 29-635, Arizona Revised Statutes, is amended to read:
29-635. Formation of limited liability company

A. Except as provided in section 29-634, subsection C, a limited liability company is formed when the articles of organization are delivered to the commission for filing, even if the commission is unable to make the determination required for filing by section 29-634, subsection A at the time of delivery. If the articles of organization, as delivered to the commission, do not conform to the filing provisions of this chapter and are not brought into conformance within the time period prescribed by section 29-634, subsection B, paragraph 2, the existence of the limited liability company terminates at the end of the time period.

B. A copy of the articles of organization that is filed with the commission and that is stamped "filed" and marked with the filing date is conclusive evidence that all conditions precedent required to be performed by the organizers have been complied with and that the limited liability company has been legally organized and formed under this chapter. A limited liability company continues perpetually unless otherwise provided in its articles of organization or operating agreement or until the limited liability company is dissolved and terminated in accordance with this chapter.

C. Within sixty days after ~~such~~ **THE COMMISSION HAS APPROVED THE** filing there shall be published in a newspaper of general circulation in the county of the known place of business, for three consecutive publications, a notice of the filing of such articles of organization consisting of the information required in section 29-632, subsection A, paragraphs 1, 2, 3, 5 and 6. An affidavit evidencing publication shall be filed within ninety days after **APPROVAL BY THE COMMISSION OF THE** filing of the articles of organization.

Sec. 28. Section 29-754, Arizona Revised Statutes, is amended to read:
29-754. Articles of merger or consolidation

A. A business entity that survives or results from a merger or consolidation pursuant to this article shall file articles of merger or consolidation with the commission. The articles of merger or consolidation shall:

1. Include the plan of merger or consolidation or state that the plan of merger or consolidation is on file at a place of business of the surviving or resulting business entity, including the address of the place of business, and that the surviving or resulting business entity will provide a copy of the plan of merger or consolidation on request and without cost to any person who holds an interest in a business entity that is a party to the merger or consolidation.

2. State that each business entity that is a party to the merger or consolidation approved a plan of merger or consolidation in the manner provided by law.

1 3. State the future effective date of the merger or consolidation if
2 it is not effective on the filing of the articles of merger or consolidation.

3 4. If the surviving or resulting business entity is not a business
4 entity organized under the laws of this state, state both of the following:

5 (a) The surviving or resulting business entity agrees that it may be
6 served with process in this state in an action, suit or proceeding for the
7 enforcement of any obligation of any business entity that was organized under
8 the laws of this state and that is a party to the merger or consolidation and
9 for the enforcement of any obligation of the surviving or resulting business
10 entity arising from the merger or consolidation.

11 (b) It irrevocably appoints the commission as its agent to accept
12 service of process in the action, suit or proceeding described in subdivision
13 (a), including the address to which the commission shall mail a copy of the
14 process.

15 5. INCLUDE ANY AMENDMENTS TO THE ARTICLES OF ORGANIZATION OF THE
16 SURVIVING LIMITED LIABILITY COMPANY IF THE SURVIVING OR RESULTING BUSINESS
17 ENTITY IS A LIMITED LIABILITY COMPANY.

18 B. The articles of merger or consolidation shall be duly executed as
19 follows:

20 1. In the case of a domestic limited liability company, by the member
21 or manager designated in the plan of merger or consolidation.

22 2. In the case of a business entity other than a domestic limited
23 liability company, in the manner provided by law.

24 C. Articles of merger or consolidation shall serve as articles of
25 termination for a limited liability company that is not the surviving or
26 resulting business entity in the merger or consolidation.

27 D. IF THE ARTICLES OF MERGER INCLUDE AMENDMENTS TO THE ARTICLES OF
28 ORGANIZATION, THE DOCUMENT SHALL BE PUBLISHED AS PROVIDED IN SECTION 29-633.
29 THE DOCUMENT REQUIRED TO BE FILED AND PUBLISHED SHALL BE STYLED "ARTICLES OF
30 AMENDMENT AND MERGER".

31 Sec. 29. Section 29-782, Arizona Revised Statutes, is amended to read:
32 29-782. Effect of dissolution

33 A. After the dissolution of a limited liability company, its separate
34 existence continues until ANY OF THE FOLLOWING OCCURS:

35 1. Articles of termination ~~have been~~ ARE filed with the commission.
36 ~~or until~~

37 2. A decree terminating the limited liability company ~~has been~~ IS
38 entered by a court of competent jurisdiction.

39 3. THE COMMISSION ADMINISTRATIVELY DISSOLVES THE LIMITED LIABILITY
40 COMPANY.

41 B. After its dissolution, ~~the limited liability company shall proceed~~
42 ~~to collect its assets, convey and dispose of its properties that are not to~~
43 ~~be distributed in kind to its members, pay, satisfy or discharge, or make~~
44 ~~adequate provision to pay or discharge, its liabilities and obligations and~~
45 ~~do all other acts required to liquidate its business and affairs~~ UNTIL ITS

1 SEPARATE EXISTENCE TERMINATES, A DISSOLVED LIMITED LIABILITY COMPANY SHALL
2 NOT CARRY ON ANY BUSINESS EXCEPT BUSINESS THAT IS NECESSARY TO WIND UP AND
3 LIQUIDATE ITS BUSINESS AND AFFAIRS, INCLUDING ANY OF THE FOLLOWING:

- 4 1. COLLECTING ITS ASSETS.
- 5 2. DISPOSING OF ITS PROPERTIES THAT WILL NOT BE DISTRIBUTED IN KIND TO
6 ITS MEMBERS.
- 7 3. DISCHARGING OR MAKING PROVISIONS FOR DISCHARGING ITS LIABILITIES.
- 8 4. DISTRIBUTING ITS REMAINING PROPERTY AMONG ITS MEMBERS ACCORDING TO
9 THE INTERESTS OF THE MEMBERS.
- 10 5. DOING ALL OTHER ACTS REQUIRED TO LIQUIDATE ITS BUSINESS AND
11 AFFAIRS.

12 Sec. 30. Section 29-783, Arizona Revised Statutes, is amended to read:
13 29-783. Articles of termination

14 If all of the known property and assets of a limited liability company
15 have been applied and distributed pursuant to this chapter, written articles
16 of termination shall be signed on behalf of the limited liability company by
17 a manager if management of the limited liability company is vested in one or
18 more managers or by a member if management of the limited liability company
19 is reserved to the members. The articles of termination shall be filed with
20 the commission and shall state:

- 21 1. The name of the limited liability company.
- 22 2. That all debts, obligations and liabilities have been paid and
23 discharged or that adequate provisions have been made for them **PURSUANT TO**
24 **SECTION 29-782**.
- 25 3. That all of the known properties and assets of the limited
26 liability company have been applied and distributed pursuant to this chapter.
- 27 4. That there are no suits pending against the company in any court or
28 that adequate provisions have been made for the satisfaction of any judgment,
29 order or decree that may be entered against it in any pending suit.

30 Sec. 31. Section 29-802, Arizona Revised Statutes, is amended to read:
31 29-802. Certificate of registration: application

32 A. Before transacting business in this state, a foreign limited
33 liability company shall obtain a certificate of registration. An applicant
34 for a certificate of registration shall pay the required **NONREFUNDABLE** filing
35 fee and shall submit to the commission an application for registration as a
36 foreign limited liability company that is signed and acknowledged on its
37 behalf by any manager, member or other authorized agent and that states:

- 38 1. The name of the foreign limited liability company and, if the
39 company's real name is unavailable or does not satisfy the requirements of
40 section 29-602, a fictitious name adopted by the company pursuant to section
41 29-804.
- 42 2. The state or country and date of its formation.
- 43 3. The purpose of the foreign limited liability company or the general
44 character of the business it proposes to transact in this state.

1 4. The name and street address of the foreign limited liability
2 company's statutory agent in this state.

3 5. The address of the office required to be maintained in the state or
4 country of its organization by the laws of that state or country or, if not
5 so required, of the principal office of the foreign limited liability
6 company.

7 6. Either of the following:

8 (a) Management of the foreign limited liability company is vested in a
9 manager or managers.

10 (b) Management of the foreign limited liability company is reserved to
11 the members.

12 7. The name and address of either of the following:

13 (a) If management of the foreign limited liability company is vested
14 in a manager or managers, each person who is a manager of the foreign limited
15 liability company and each member who owns a twenty per cent or greater
16 interest in the capital or profits of the foreign limited liability company.

17 (b) If management of the foreign limited liability company is reserved
18 to the members, each person who is a member of the foreign limited liability
19 company.

20 B. An application for a certificate of registration that a foreign
21 limited liability company submits to the commission under this section shall
22 include proof that the company existed in the state or country in which the
23 company organized within sixty days of delivering the application for filing
24 with the commission.

25 C. If the commission is unable to file the application for a
26 certificate of registration at the time it is delivered for filing, the
27 registration is deemed to have been filed at the time of delivery if the
28 commission subsequently determines either of the following:

29 1. The registration delivered conforms to the filing provisions of
30 this article.

31 2. Within thirty days after notification of nonconformance is given by
32 the commission to the person who delivered the application for certificate of
33 registration for filing or the person's representative, the registration is
34 brought into conformance.

35 Sec. 32. Section 29-851, Arizona Revised Statutes, is amended to read:

36 29-851. Filing, service and copying fees; expedited filing and
37 services; same day and next day services; posted wait
38 times; advance monies; definition

39 A. The commission shall collect and deposit, pursuant to sections
40 35-146 and 35-147, the following **NONREFUNDABLE** fees when the following
41 documents are delivered to the commission ~~for filing or issuance~~:

42 1. The initial articles of organization, fifty dollars.

43 2. An application for registration of a foreign limited liability
44 company, one hundred fifty dollars.

45 3. An amendment to the articles of organization, twenty-five dollars.

1 4. Articles of termination and a certificate of termination,
2 thirty-five dollars.

3 5. A certificate for any purpose not otherwise provided for, ten
4 dollars.

5 6. Articles of merger, fifty dollars.

6 7. Written information on any limited liability company, ten dollars.

7 8. A copy of any document or instrument, five dollars plus fifty cents
8 per page.

9 9. An application for reservation of a name or for filing a notice of
10 the transfer or cancellation of any name reservation, ten dollars.

11 10. Five dollars for a statement of change of address of one or more of
12 the following:

13 (a) Known place of business.

14 (b) Statutory agent.

15 (c) Manager.

16 (d) Member.

17 11. Any service of notice, demand or process on the commission as
18 resident agent of a limited liability company, twenty-five dollars. This
19 amount may be recovered as taxable costs by the party to the suit, action or
20 proceeding causing the service to be made if the party prevails in the suit,
21 action or proceeding.

22 12. Articles of correction, the fee prescribed in section 10-122,
23 subsection A, paragraph 18.

24 13. Application for reinstatement following administrative dissolution,
25 in addition to other fees and penalties due, the fee prescribed in section
26 10-122, subsection A, paragraph 14.

27 B. The commission shall provide for and establish an expedited service
28 for the filing of all documents and services provided pursuant to this
29 chapter as follows:

30 1. The expedited filing shall be a priority service to be completed as
31 soon as possible after the documents are delivered to the commission.

32 2. In addition to any other fees required by this section or any other
33 law, the commission shall charge a **NONREFUNDABLE** fee for expedited services,
34 including those requested by fax. The fee shall be determined by a
35 supermajority vote of the commissioners.

36 C. The commission may provide for and establish same day and next day
37 services for the filing of any documents and services provided pursuant to
38 this chapter as follows:

39 1. The same day and next day services shall not be offered unless all
40 expedited services filed pursuant to this chapter are processed within a
41 maximum of five business days and all other documents and services filed
42 pursuant to this chapter are processed within a maximum of thirty business
43 days.

2. The commission shall suspend same day or next day service if the commission determines that it does not have the necessary resources to perform the service within the established time period.

3. In addition to any other fees required by this section or any other law, the commissioners may charge a **NONREFUNDABLE** fee for the same day or next day service or both. The fee shall be determined by a supermajority vote of the commissioners.

D. The commission shall publicly post the current wait times for processing regular, expedited and same day and next day services.

E. All monies received pursuant to subsections B and C of this section shall be deposited, pursuant to sections 35-146 and 35-147, in the public access fund established by section 10-122.01.

F. Any person may advance monies to the commission to pay fees required pursuant to this section for future filings and services. All monies received pursuant to this subsection shall be deposited, pursuant to sections 35-146 and 35-147, in the money on deposit account in the public access fund established by section 10-122.01.

G. For the purposes of this section, "supermajority" means an affirmative vote of at least four commissioners.

Sec. 33. Section 29-855, Arizona Revised Statutes, is amended to read:

29-855. Delivery by means of fax or electronic transmission

A. A person may deliver by means of a ~~facsimile~~ **FAX OR ELECTRONIC** transmission a document that is required or permitted by this chapter to be delivered to the commission for filing. The person shall retain the original document for at least twelve months in the books and records of the limited liability company or of the person making the delivery for filing if the delivery is not made on behalf of the limited liability company, and the person shall make the original document available for inspection and copying by the commission on reasonable notice.

B. A document that is reproduced at a ~~facsimile~~ **FAX** machine **OR THROUGH AN ELECTRONIC TRANSMISSION** at the commission ~~as a result of a facsimile transmission~~ is deemed to be delivered to the commission:

1. On the date of the reproducing if reproduced on or before 5:00 p.m. mountain standard time and if the day is a business day of the commission.

2. On the next succeeding business day if reproduced after 5:00 p.m. mountain standard time or on a day that is not a business day of the commission.

C. On the request of the person transmitting the document, the commission shall confirm by ~~facsimile~~ **FAX OR ELECTRONIC** transmission or other writing the receipt of the document.

D. A person shall pay and deliver to the commission any fee or penalty imposed by any section of this chapter with respect to the delivery of a document to the commission for filing in the manner determined by the commission.

1 E. If the commission determines that the legibility of the document
2 reproduced by means of a ~~facsimile~~ FAX OR ELECTRONIC TRANSMISSION is
3 insufficient, the commission may require that either:

4 1. The document be delivered to the commission by means of an
5 additional ~~facsimile~~ FAX OR ELECTRONIC transmission.

6 2. An original and, if applicable, one or more copies of the document
7 be delivered to the commission by means other than a ~~facsimile~~ FAX OR
8 ELECTRONIC transmission.

9 F. The commission shall not file a document if a required amount is
10 not paid as provided in subsection D or if any required additional
11 counterpart is not delivered as provided in subsection E.

12 G. A reproduced document delivered under this section is deemed to
13 satisfy any requirement in this chapter for delivery of an original and one
14 or more copies of a document. A document subject to this section is deemed
15 to have been delivered on the date on which it was delivered as provided in
16 subsection B but only if the first reproduction at a minimum permits
17 identification of the limited liability company to which the document
18 pertains and of the general nature of the document and the commission
19 subsequently determines that subsections D and E and any other requirements
20 of this chapter regarding the document have been satisfied.

21 H. THE COMMISSION MAY PRESCRIBE THE FORMAT OF AN ELECTRONIC DOCUMENT
22 DELIVERED TO THE COMMISSION PURSUANT TO THIS SECTION.